



NORTH AMERICAN CAR CORPORATION

33 West Monroe
Chicago, IL U.S.A. 60603
Telephone 312.853.5000
Telex #255222

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary:

I have enclosed several originals of the document described below, to be recorded pursuant to Section 11303 of title 49 of the U.S. Code.

This document is a Supplemental Trust Agreement, a secondary document, dated as of November 4, 1982.

*This is
8245-E*
The primary document to which this document is connected is recorded under recordation no. 8245.

The names and addresses of the parties are:

Obligor: North American Car Corporation
33 West Monroe Street
Chicago, Illinois 60603

Trustee: Continental Illinois National Bank
and Trust Company of Chicago, as Trustee
30 North LaSalle Street
Chicago, Illinois

Attn: Corporate Trust Department

The Equipment covered by the document is described therein.

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the messenger delivering this letter.

A short summary of the document to appear in the index follows:
→ Restatement of Members Coverage ←

Supplemental Trust Agreement to an Equipment Trust Agreement with Recordation No. 8245, dated as of November 4, 1982, between North American Car Corporation, and Continental Illinois National Bank and Trust Company of Chicago, as Trustee, as Trustee, restating the equipment covered in said Equipment Trust Agreement.

Very truly yours,
J.P. Frett
Jerome P. Frett
Director-Treasury Administration

Enclosures

2-333A01D

No. NOV 29 1982
Date
Fee 5 10.00
INTERSTATE COMMERCE COMMISSION
D.C.

RECEIVED
NOV 29 9 05 AM '82
FEE OPERATION BR.
INTERSTATE COMMERCE COMMISSION
D.C.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Jerome P. Frett
Director-Treasury Admn.
North American Car Corp.
33 West Monroe
Chicago, IL 60603

November 29, 1982

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/29/82 at 9:15AM , and assigned recordation number(s). 8400-B, 8245-E, 8740-B, 9462-C, 9718-J, & 11434-B.

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

8245-E

REGISTRATION NO. 8245-E Filed 1425

SUPPLEMENTAL TRUST AGREEMENT

NOV 29 1982 9 15 AM

Dated as of November 4, 1982

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL TRUST AGREEMENT dated as of November 4, 1982 between NORTH AMERICAN CAR CORPORATION (the "Company") and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee (the "Trustee");

W I T N E S S E T H :

WHEREAS the Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of January 1, 1976 (the "Trust Agreement"), providing for the issue of its 11% Equipment Trust Certificates, First 1976 Series due June 30, 1991 (the "Trust Certificates"), in the aggregate principal amount of \$25,000,000, a true copy of which Trust Agreement is, if the Trustee so directs, annexed hereto as Appendix B, the terms and provisions of which Trust Agreement are incorporated by reference herein, and the definitions provided in said Trust Agreement are hereby extended to apply to all capitalized terms used herein and not otherwise herein defined; and

WHEREAS the Company desires to effect a substitution under the Trust Agreement for certain of the Trust Equipment which has become worn out, sold, unsuitable for use, lost or destroyed; and

WHEREAS the parties hereto desire to amend Attachment A to the Trust Agreement so as to give effect to such substitution;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) duly paid to it by the Trustee on execution of these presents, the receipt and sufficiency of which is hereby acknowledged, the Company and the Trustee covenant and agree for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

Attachment A to the Trust Agreement is hereby amended in its entirety to be and read as set forth in Appendix A hereto.

The Trustee accepts the provisions hereof but only upon the terms and conditions set forth in the Trust Agreement as amended hereby.

Except for the amendment of Attachment A as provided herein, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. This Supplemental Trust Agreement shall be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

Except for the amendment of Attachment A as provided herein, this Supplemental Trust Agreement shall not supersede, displace or invalidate any prior recordation of the Trust Agreement under the laws of any province of Canada. The Company is hereby appointed the agent of the Trustee for the purpose of taking delivery of any Equipment being delivered in substitution for Equipment, cash, or letters of credit being released in connection herewith.

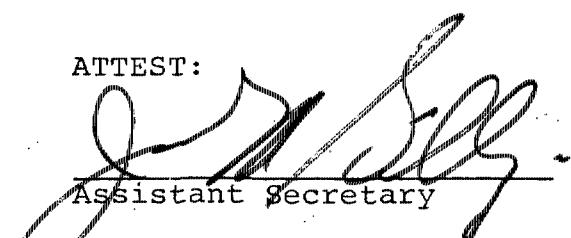
The provisions of this Supplemental Trust Agreement and all the rights and obligations of the parties hereunder, shall be governed by and construed in accordance with the laws of the State of Illinois. The Company hereby waives and releases all its rights, benefits, and protection given it by Sections 23 through 28 (both inclusive) of the Chattel Mortgage Act of the Province of British Columbia, and amendments thereto, and by Sections 19 through 24 (both inclusive) of the Sale of Goods on Condition Act of the Province of British Columbia, and amendments thereto.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplemental Trust Agreement to be executed by their respective officers, duly authorized, and have caused their respective corporate seals, duly attested, to be hereunto affixed, as of the day and year first above written.

NORTH AMERICAN CAR CORPORATION

By Ramiro Hernandez
Vice President

ATTEST:



Assistant Secretary

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO,
as Trustee

By W. J. Murphy
Its Vice President

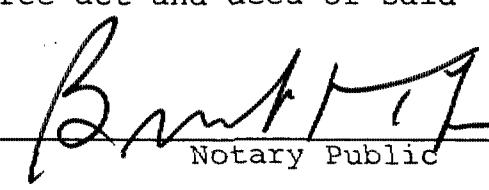
ATTEST:



Its **TRUST OFFICER**

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 4th day of November, 1982, before me personally appeared Paul M. O'Hara, to me personally known, who, being by me duly sworn, says that he is a Vice President of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on November 4, 1982, signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

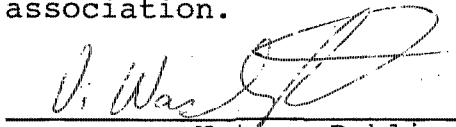

Notary Public

My Commission Expires:
My Commission Expires July 21, 1986

(S E A L)

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 22nd day of November, 1982 before me personally appeared M. L. Krugen, to me personally known, who, being by me duly sworn, says that he is a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said national banking association and that said instrument was on November 22, 1982 signed and sealed on behalf of said national banking association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.


Notary Public

My Commission Expires:
My Commission Expires July 2, 1984

(S E A L)

NORTH AMERICAN CAR CORPORATION
EQUIPMENT TRUST
FIRST 1976 SERIES

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Appendix A

QUANT.	SERIAL #	CAR INIT	RUNNING # FROM	CAR TYPE	CAR MECH AR DESN CODE	TRUCK CAPACITY	DESCRIPTION	
20	010841	010860	NATX 010841 010860	TANK	TLI - T102	TON	9,000 GALLON CAPACITY DOT SPEC. DOT111A10M3	
2	010862	010863	NATX 010862 010863	TANK	TLI - T102	TON	9,000 GALLON CAPACITY DOT SPEC. DOT111A10M3	
5	013836	013840	NATX 013836 013840	TANK	TMI - T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A10M3	
2	013845	013846	NATX 013845 013846	TANK	TMI - T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A10M3	
6	013878	013883	NATX 013878 013883	TANK	TMI - T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A10M3	
1	013885		NATX 013885	TANK	TMI - T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A10M3	
3	013899	013901	NATX 013899 013901	TANK	TMI - T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A10M3	
5	028063	028067	NATX 028063 028067	TANK	TMI - T1548	TON	DOT SPEC. DOT111A10M3	
1	038240		PTEX 038240	HOPPER	LO	L154	TON	
12	038242	038253	PTEX 038242	HOPPER	LO	L154	TON	
1	038254		PTEX 038254	HOPPER	LO	L152	TON	
5	038255	038259	PTEX 038255	HOPPER	LO	L154	TON	
1	038260		PTEX 038260	HOPPER	LO	L152	TON	
1	038261		PTEX 038261	HOPPER	LO	L154	TON	
5	038263	038267	PTEX 038263	038267	HOPPER	LO	L154	TON
1	038268		PTEX 038268	HOPPER	LO	L152	TON	
19	038269	038287	PTEX 038269	038287	HOPPER	LO	L154	TON
1	038288		PTEX 038288	HOPPER	LO	L154	TON	
6	038289	038296	PTEX 038289	038296	HOPPER	LO	L152	TON
6	038298	038303	PTEX 038298	038303	HOPPER	LO	L154	TON
1	038305		PTEX 038305	HOPPER	LO	L152	TON	
3	038306	038308	PTEX 038306	038308	HOPPER	LO	L154	TON
13	038310	038322	PTEX 038310	038322	HOPPER	LO	L154	TON
14	038324	038337	PTEX 038324	038337	HOPPER	LO	L154	TON
18	038339	038356	PTEX 038339	038356	HOPPER	LO	L154	TON
25	038358	038382	PTEX 038358	038382	HOPPER	LO	L154	TON
25	038384	038397	PTEX 038384	038397	HOPPER	LO	L154	TON
3	038399	038401	PTEX 038399	038401	HOPPER	LO	L154	TON
1	038402		PTEX 038402	HOPPER	LO	L152	TON	
21	038403	038423	PTEX 038403	038423	HOPPER	LO	L154	TON
9	038425	038433	PTEX 038425	038433	HOPPER	LO	L154	TON
1	038434		PTEX 038434	HOPPER	LO	L152	TON	
6	038435	038440	PTEX 038435	038440	HOPPER	LO	L154	TON
1	038442		PTEX 038442	HOPPER	LO	L154	TON	
1	038444		PTEX 038444	HOPPER	LO	L152	TON	
10	038446	038455	PTEX 038446	038455	HOPPER	LO	L154	TON
13	038457	038469	PTEX 038457	038469	HOPPER	LO	L154	TON
1	038700		NCHX 038700	HOPPER	LO	L154	TON	
3	038701	038703	NCHX 038701	038703	HOPPER	LO	L154	TON
36	038704	038739	NCHX 038704	038739	HOPPER	LO	L152	TON
47	044600	044646	PTEX 044600	044646	HOPPER	LO	L152	TON
2	044648	044649	PTEX 044648	044649	HOPPER	LO	L152	TON
38	044651	044688	PTEX 044651	044688	HOPPER	LO	L152	TON
8	044690	044697	PTEX 044690	044697	HOPPER	LO	L152	TON
1	044699		PTEX 044699	HOPPER	LO	L152	TON	

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EQUIPMENT TRUST
FIRST 1976 SERIES**

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SERIAL #	CAR INIT	RUNNING # FROM TO	CAR TYPE	MECH A/R TRUCK	CAPACITY	DESCRIPTION
17	044700	044716	NAHX 044700 044716	HOPPER	LO - L152	TON 4,000 CUBIC FEET
45	044718	044762	NAHX 044718 044762	HOPPER	LO - L152	TON 4,000 CUBIC FEET
15	044764	044778	NAHX 044764 044778	HOPPER	LO - L152	TON 4,000 CUBIC FEET
5	044780	044784	NAHX 044780 044784	HOPPER	LO - L152	TON 4,000 CUBIC FEET
14	044786	044799	NAHX 044786 044799	HOPPER	LO - L152	TON 4,000 CUBIC FEET
3	046804	046806	NAHX 046804 046806	HOPPER	LO - L153	TON 5,000 CUBIC FEET
17	046808	046824	NAHX 046808 046824	HOPPER	LO - L153	TON 5,000 CUBIC FEET
4	046834	046837	NAHX 046834 046837	HOPPER	LO - L153	TON 5,000 CUBIC FEET
2	046972	046973	NAHX 046972 046973	HOPPER	LO - L153	TON 5,000 CUBIC FEET
8	046976	046983	NAHX 046976 046983	HOPPER	LO - L153	TON 5,000 CUBIC FEET
50	055514	055563	NAHX 055514 055563	HOPPER	LO - L153	TON 5,000 CUBIC FEET
13	055565	055577	NAHX 055565 055577	HOPPER	LO - L153	TON 5,000 CUBIC FEET
63	055579	055641	NAHX 055579 055641	HOPPER	LO - L153	TON 5,000 CUBIC FEET
2	055643	055644	NAHX 055643 055644	HOPPER	LO - L153	TON 5,000 CUBIC FEET
20	056000	056019	NAHX 056000 056019	HOPPER	LO - L153	TON 5,000 CUBIC FEET
1	056185		NAHX 056185	HOPPER	LO - L153	TON 5,000 CUBIC FEET
5	056187	056191	NAHX 056187 056191	HOPPER	LO - L153	TON 5,000 CUBIC FEET
22	056193	056214	NAHX 056193 056214	HOPPER	LO - L153	TON 5,000 CUBIC FEET
14	056216	056229	NAHX 056216 056229	HOPPER	LO - L153	TON 5,000 CUBIC FEET
2	056231	056232	NAHX 056231 056232	HOPPER	LO - L153	TON 5,000 CUBIC FEET
1	056234		NAHX 056234	HOPPER	LO - L153	TON 5,000 CUBIC FEET
15	056285	056299	NAHX 056285 056299	HOPPER	LO - L153	TON 5,000 CUBIC FEET
1	057209		NAHX 057209	HOPPER	LO - L254	TON 5,000 CUBIC FEET
2	057212	057213	NAHX 057212 057213	HOPPER	LO - L254	TON 5,000 CUBIC FEET
3	057241	057243	NAHX 057241 057243	HOPPER	LO - L254	TON 5,000 CUBIC FEET
3	057245	057247	NAHX 057245 057247	HOPPER	LO - L254	TON 5,000 CUBIC FEET
1	057251		NAHX 057251	HOPPER	LO - L254	TON 5,000 CUBIC FEET
8	057254	057261	NAHX 057254 057261	HOPPER	LO - L654	TON 6,000 CUBIC FEET
5	058401	058405	NAHX 058401 058405	HOPPER	LO - L153	TON 5,000 CUBIC FEET
1	063100		CNW 190093	HOPPER	LO - L153	TON 5,000 CUBIC FEET
1	063101		NAHX 063101	HOPPER	LO - L153	TON 5,000 CUBIC FEET
5	063102	063106	CNW 190095 190099	HOPPER	LO - L153	TON 5,000 CUBIC FEET
15	063216	063230	CNW 190209 190223	HOPPER	LO - L153	TON 5,000 CUBIC FEET
10	071490	071499	NATX 071490 071499	TANK	TM - T105	TON 21,000 GALLON CAPACITY DOT SPEC. DOT IIIA100M3
2	071500	071501	NATX 071500 071501	TANK	TM - T105	TON 21,000 GALLON CAPACITY DOT SPEC. DOT IIIA100M1
11	071511	071521	NATX 071511 071521	TANK	TM - T105	TON 21,000 GALLON CAPACITY DOT SPEC. DOT IIIA100M1
1	072122		NATX 072122	TANK	TM - T105	TON 21,000 GALLON CAPACITY DOT SPEC. DOT IIIA100M1
1	072123		NATX 072123	TANK	TM - T105	TON 21,000 GALLON CAPACITY DOT SPEC. DOT IIIA100M1
10	072124	072133	NATX 072124 072133	TANK	TM - T105	TON 21,000 GALLON CAPACITY DOT SPEC. DOT IIIA100M1
11	073267	073277	NATX 073267 073277	TANK	TM - T105	TON 21,000 GALLON CAPACITY DOT SPEC. DOT IIIA100M1
2	073281	073282	NATX 073281 073282	TANK	TM - T105	TON 21,000 GALLON CAPACITY DOT SPEC. DOT IIIA100M1
1	073284		NATX 073284	TANK	TM - T105	TON 21,000 GALLON CAPACITY DOT SPEC. DOT IIIA100M1
5	073290	073294	NATX 073290 073294	TANK	TM - T105	TON 21,000 GALLON CAPACITY DOT SPEC. DOT IIIA100M1
1	073326		NATX 073326	TANK	TM - T105	TON 21,000 GALLON CAPACITY DOT SPEC. DOT IIIA100M1
5	073328	073332	NATX 073328 073332	TANK	TM - T105	TON 21,000 GALLON CAPACITY DOT SPEC. DOT IIIA100M1

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QUANT.	SERIAL #	CAR INIT	RUNNING # FROM TO	CAR TYPE	MECH AR DESN CODE	TRUCK CAPACITY	DESCRIPTION
1	073344	NAHX	073344	TANK	TM - T105	TON	21,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
2	073349	073350	NAHX 073349 073350	TANK	TN T105	TON	21,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
2	073352	073353	NAHX 073352 073353	TANK	TM T105	TON	21,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
6	073356	073361	NAHX 073356 073361	TANK	TM T105	TON	21,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
5	073407	073411	NAHX 073407 073411	TANK	TM T105	TON	21,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
30	073421	073450	NAHX 073421 073450	TANK	TM T105	TON	21,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
4	073453	073456	NAHX 073453 073456	TANK	TM T105	TON	21,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
23	075315	075337	NAHX 075315 075337	TANK	TM T105	TON	21,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
1	075365		NAHX 075365	TANK	TLI T105	TON	21,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
1	075366		NAHX 075366	TANK	T T105	TON	21,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
6	075367	075372	NAHX 075367 075372	TANK	TLI T105	TON	21,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
34	075431	075464	NAHX 075431 075464	TANK	TM T105	TON	21,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
9	075466	075474	NAHX 075466 075474	TANK	TM T105	TON	21,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
3	075476	075478	NAHX 075476 075478	TANK	TM T105	TON	21,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
1	076385		NAHX 076385	TANK	TM T106	TON	24,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
1	076460		NAHX 076460	TANK	TM T106	TON	24,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
1	076469		NAHX 076469	TANK	TM T106	TON	24,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
8	076472	076479	NAHX 076472 076479	TANK	TM T106	TON	24,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
1	076481		NAHX 076481	TANK	TM T106	TON	24,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
12	076484	076495	NAHX 076484 076495	TANK	TM T106	TON	24,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
9	076497	076505	NAHX 076497 076505	TANK	TM T106	TON	24,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
9	078356	078364	NAHX 078356 078364	TANK	TM T106	TON	24,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
23	078366	078388	NAHX 078366 078388	TANK	TM T106	TON	24,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
10	081049	081058	NAHX 081049 081058	TANK	TM T106	TON	24,000 GALLON CAPACITY DOT SPEC. DOTILLA1001
23	093285	093307	NAHX 093285 093307	HOPPER	LO L651	TON	3,000 CUBIC FEET
7	475210	475216	NAHX 475210 475216	HOPPER	LO L153	TON	5,000 CUBIC FEET
1	475218		NAHX 475218	HOPPER	LO L153	TON	5,000 CUBIC FEET
4	475220	475223	NAHX 475220 475223	HOPPER	LO L153	TON	5,000 CUBIC FEET
1	475225		NAHX 475225	HOPPER	LO L153	TON	5,000 CUBIC FEET
3	475227	475229	NAHX 475227 475229	HOPPER	LO L153	TON	5,000 CUBIC FEET
2	475232	475233	NAHX 475232 475233	HOPPER	LO L153	TON	5,000 CUBIC FEET
7	475235	475241	NAHX 475235 475241	HOPPER	LO L153	TON	5,000 CUBIC FEET
5	475243	475247	NAHX 475243 475247	HOPPER	LO L153	TON	5,000 CUBIC FEET
1	475249		NAHX 475249	HOPPER	LO L153	TON	5,000 CUBIC FEET
8	475450	475457	NAHX 475450 475457	HOPPER	LO L153	TON	5,000 CUBIC FEET
7	475459	475465	NAHX 475459 475465	HOPPER	LO L153	TON	5,000 CUBIC FEET
2	475467	475468	NAHX 475467 475468	HOPPER	LO L153	TON	5,000 CUBIC FEET
4	475470	475473	NAHX 475470 475473	HOPPER	LO L153	TON	5,000 CUBIC FEET
1	525053		NAHX 525053	HOPPER	LO L254	TON	5,000 CUBIC FEET
5	525060	525064	NAHX 525060 525064	HOPPER	LO L254	TON	5,000 CUBIC FEET
13	525067	525079	NAHX 525067 525079	HOPPER	LO L254	TON	5,000 CUBIC FEET
8	525081	525088	NAHX 525081 525088	HOPPER	LO L254	TON	5,000 CUBIC FEET